

## GEM SPINNERS INDIA LTD

PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THE 30<sup>TH</sup> SEPTEMBER 2015 AT 10.30 A.M AT REGISTERED OFFICE AT 14 MANGALAM VILLAGE, MADURANTHAGAM TALUK, KANCHEEPURAM DISTRICT, TAMILNADU 603 107.

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### DIRECTORS PRESENT :

Sri.S.Gopal - Director

Smt.Poorana Juliet - Director

### On Invitation :

Sri.S.Vimalesh - Auditor's representative

Members present in Person - 31 (Thirty one) representing 125800 equity shares

And

Members Present in Proxy - 4 representing 32615152 equity shares

Sri.S.Gopal was unanimously elected as the Chairman for this meeting and he then occupied the Chair and conducted the proceedings of the general meeting.

1. The Chairman declared that the requisite quorum was present at the meeting and the meeting was in order to commence the official business.

2. The Chairman announced that the registers as per the statutory requirements were kept open for inspection by the members.

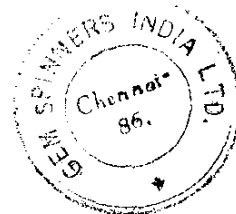
3. The notice convening the 25<sup>th</sup> Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the Members present.

4. The Chairman introduced the other members of the Board who were present at the meeting to the Members.

5. The Chairman read out the Auditor's Report dated 14.8.2015 to the Members. The annexure to the Auditor's Report was taken as read with the unanimous consent of the Members present.

6. Thereafter, the Chairman read out his Statement to the Members, copies of which were distributed to the Members present at the Meeting.

7. The Chairman then took up the business mentioned in the notice in seriatim.



**ORDINARY BUSINESS :**

**ITEM NO.1 : ADOPTION OF THE AUDITED STATEMENTS OF ACCOUNT AND THE REPORTS OF DIRECTORS AND THE AUDITORS :**

Sri.U.Sivadasan (folio No.44947) a member proposed the following resolution as an ordinary resolution.

RESOLVED THAT the Balance Sheet as at 31<sup>st</sup> March 2015, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Sri. G.R.Ilamathy (folio no.38721) a member seconded the same.

The Chairman invited the members who desired additional information / clarification on accounts, to come forward with their queries. Thereafter, some of the members sought clarification, raised queries and spoke on other related issues.

Sri.S.Gopal, Chairman of the Meeting answered all the queries raised by the members present.

The resolution was then put to vote on a show of hand. The Chairman declared the resolution as passed.

**ITEM NO.2 :**

**RE-APPOINTMENT OF SRI.R.VEERMANI**

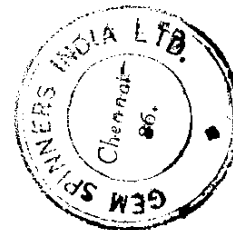
Mrs.S.Chellammal (folio no.8395) a member proposed the following resolution as an Ordinary Resolution.

Resolved that pursuant to section 152(6) of the Companies Act, 2013, Sri.R.Veeramani, (holding DIN 00032895 ) be and is hereby reappointed as a Director of the Company and shall continue till the expiry of the period of his tenure, as per his original terms of appointment, on the same terms and conditions, mentioned therein.

Resolved Further that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Mr.K.R.Kesavan (folio no.19289) a member seconded the same.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.



**ITEM NO.3 :**

**APPOINTMENT OF AUDITORS :**

Mr.S.Bhashyam (folio no.65210) a member proposed the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules Viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the 25<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2015, the appointment of M/s.Vijay Sarathy & Co., Chartered Accountants ((Firm Registration. No.004695S), as auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such tax(es) (as may be applicable) and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

Mr.L.Sabapathy (folio No.39320) a member seconded the same.

The resolution was then put to vote.

The Chairman declared the resolution as passed unanimously.

**SPECIAL BUSINESS:**

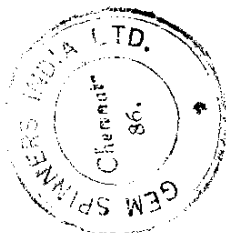
**ITEM NO.4. TO APPOINT MRS.POORANA JULIET AS AN INDEPENDENT DIRECTOR FOR A TERM OF 5 CONSECUTIVE YEARS.**

Mr.A.K.Rahuman (folio No.34129) proposed the following resolution as an ordinary Resolution.

Resolved that pursuant to the provisions of Section 149,150,152,160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mrs.Poorana Juliet holding DIN : 07143637, who was appointed as an additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the 25<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30<sup>th</sup> September 2020, not liable to retire by rotation.

**Vote of Thanks :**

The Chairman thanked the Shareholders for their active participation in the Annual General Meeting.



For GEM SPINNERS INDIA LTD.

*A. V. V. V.*  
COMPANY SECRETARY

**GEM SPINNERS INDIA LTD**  
**ANNUAL GENERAL MEETING – 30.09.2015**  
**CHAIRMAN'S SPEECH**

Ladies and Gentlemen:

I welcome you all to the Twenty Fifth Annual General Meeting of your Company.

The Twenty Fifth Annual Report for the year 2014-15 is already with you and hope that you would have noted the performance of your Company.

**PERFORMANCE DURING 2014-15**

**Turnover:**

Your Company has performed an annual trading turnover of Rs.13.35 Crores as against previous year figure of Rs.13.18 Crores. There is an increase of 0.01 as compared to last year turn over.

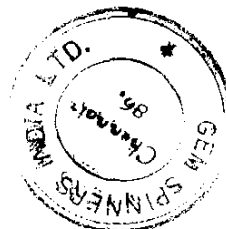
The Company has suspended temporarily its manufacturing operations and continues its trading activity.

**Financial Performance:**

The net loss for the year 2014-15 was Rs.9.86 Lakhs as against a net loss of Rs.10.19 Lakhs during the previous year.

The Company is working out a strategic plan for its future operation of the unit.

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October 1<sup>st</sup>, 2015

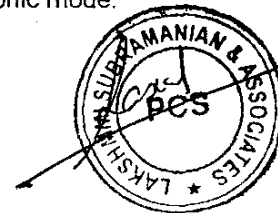
The Chairman  
Gem Spinners India Limited,  
Chennai.

**Sub: Report of Scrutinizer for e-voting for the 25<sup>th</sup> Annual General Meeting under section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014**

In the meeting of the Board of Directors of M/s Gem Spinners India Limited (the Company) held on 14<sup>th</sup> August, 2015, we, M/s Lakshmmi Subramanian & Associates, were appointed to act as Scrutinizer to ensure that E-voting was conducted in a fair and transparent manner for passing of the following resolutions at the 25<sup>th</sup> Annual General Meeting:

S.No.	Nature of Resolution	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March 2015	Ordinary
2	Re-appointment of Mr.R.Veeramani as Director who retires by rotation.	Ordinary
3	Ratification of Appointment of M/s Vijay Sarathy & Co, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.	Ordinary
<b>SPECIAL BUSINESS</b>		
4	Appointment of Mrs.Poorana Juliet as an Independent Director for a term of five consecutive years	Ordinary

The Company has availed the e-voting facility of Central Depository Services (India) Limited for the shareholders to cast their votes to the aforesaid resolutions through electronic mode.



The e-voting process was accordingly conducted and concluded as below:

- The Company on 08<sup>th</sup> September 2015 dispatched the notice under section 108 of the Companies Act, 2013 to the members whose name appeared on the Register of Members as on 01<sup>st</sup> September 2015 and to the directors and Auditors of the Company.
- The Company has given advertisement in newspaper about the dispatch of the e-voting notice in Makkal Kural and Newstoday on 08<sup>th</sup> September 2015.
- The E-voting commenced on 27<sup>th</sup> September, 2015 (09:00 am) and was open for 3 days up to the close of working hours at 06.00 pm on 29<sup>th</sup> September, 2015.
- The votes cast by the members through electronic voting system was downloaded and collated from the website [www.cdslindia.com](http://www.cdslindia.com).
- A register containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number/ client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc is maintained in electronic form.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results of votes cast through e-voting mechanism were compiled as under<sup>1</sup>.

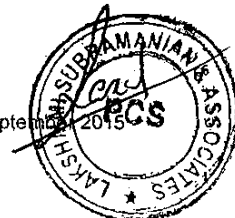
#### SUMMARY OF RESULTS

##### 1. Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March 2015

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	7	42443500
Total number of electronic votes considered valid	7	42443500
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	7	42443500
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	

<sup>1</sup> These results are to be read along with results of the votes cast through poll at the AGM held on 30<sup>th</sup> September 2015



2. Re-appointment of Mr.R.Veeramani as Director who retires by rotation.

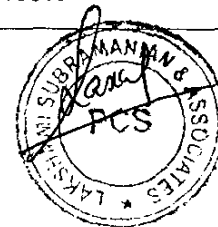
Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	7	42443500
Total number of electronic votes considered valid	7	42443500
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	7	42443500
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	

3. Ratification of Appointment of M/s Vijay Sarathy & Co, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	7	42443500
Total number of electronic votes considered valid	7	42443500
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	7	42443500
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	



**SPECIAL BUSINESS**

**4. Appointment of Mrs. Poorana Juliet as an Independent Director for a term of five consecutive years.**

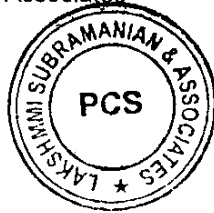
**Nature of resolution:** Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	7	42443500
Total number of electronic votes considered valid	7	42443500
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	7	42443500
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	

For Lakshmmi Subramanian & Associates



Lakshmmi Subramanian  
Senior Partner





**Consolidated Scrutinizer's Report**  
**[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s Gem Spinners India Limited held on 30<sup>th</sup> September, 2015 at 10.30 AM at No.14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu – 603 107.

Dear Sir,

1. I, Lakshmmi Subramanian, a practicing Company Secretary, have been appointed as a scrutinizer by the board of directors of M/s Gem Spinners India Limited (The Company) for the purpose of
  - (i) Scrutinizing the E-voting process (Remote e-voting) under the provisions of section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended (Rules) and,
  - (ii) Poll under the provisions of section 109 of the Companies Act, 2013 act read with Rule 21 of the rules, on the resolutions contained in the notice to the 25<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 30<sup>th</sup> September, 2015 at No.14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu – 603 107.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting and voting by poll at the AGM) for the resolutions contained in the notice to the 25<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and poll at the AGM) is restricted to make a consolidated Scrutinizer's report of the votes cast, in favour or against the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Securities(India) Limited ('CDSL'), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting).
3. I have issued separate Scrutinizer's Report dated 1<sup>st</sup> October 2015 on the remote e-voting through electronic system and on the poll on the resolutions contained in the notice to the AGM. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting and poll at the AGM) as follows.



1. Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March 2015.

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	10	1000
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	10	1000
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:** The above resolution passed unanimously as Ordinary Resolution



**2. Re-appointment of Mr.R.Veeramani as Director who retires by rotation.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	10	1000
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	10	1000
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:** The above resolution passed unanimously as Ordinary Resolution

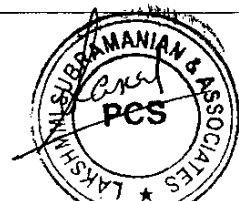
**3. Ratification of Appointment of M/s Vijay Sarathy & Co, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	10	1000
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	10	1000
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:** The above resolution passed unanimously as Ordinary Resolution



**SPECIAL BUSINESS**

4. Appointment of Mrs.Poorana Juliet as an Independent Director for a term of five consecutive years.

**Nature of resolution:** Ordinary Resolution


**Voting requirement:** Three-fourth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	10	1000
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	10	1000
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:** The above resolution passed unanimously as Ordinary Resolution

Therefore we recommend that you may declare the results as above.

For and on Behalf of Lakshmmi Subramanian & Associates

  
Mrs Lakshmmi Subramanian  
Senior Partner  
Scrutinizer



## **REPORT OF SCRUTINIZER(s)**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

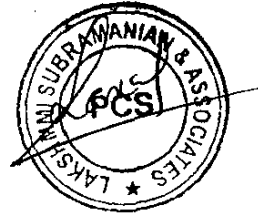
To,

The Chairman of 25th Annual General Meeting of the Equity Shareholders of M/s Gem Spinners India Limited held on 30th September, 2015 at 10.30 AM at No.14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu – 603 107.

Dear Sir,

We, M/s. Lakshmmi Subramanian & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s Gem Spinners India Limited, held on 30<sup>th</sup> September, 2015 at 10.30 AM at No.14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu – 603 107, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Transfer Agents of the Company and the authorizations / proxies lodged with the company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



**Resolution 1:****Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March 2015.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1000	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	



**Resolution 2:****Re-appointment of Mr.R.Veeramani as Director who retires by rotation.**

(i) Voted in favour of the resolution:

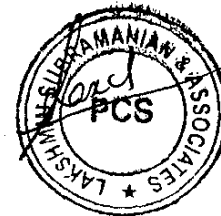
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1000	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	



**Resolution 3:**

**Ratification of Appointment of M/s Vijay Sarathy & Co, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration..**

(i) Voted in favour of the resolution:

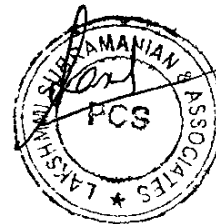
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1000	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	





**Resolution 4:****Appointment of Mrs.Poorana Juliet as an Independent Director for a term of five consecutive years**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1000	100%

(ii) Voted against the resolution:

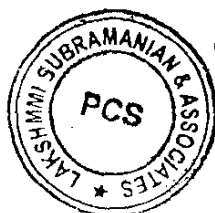
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Chennai  
Date: 01.10.2015



*Laxmi*  
Yours Faithfully  
For Lakshmmi Subramanian & Associates  
Lakshmmi Subramanian,  
Senior Partner